

Carolyn L. Davis  
May 12, 1995  
Page 2

either company or their affiliates may utilize the cellular network service offerings of the other to offer a package of services to the customer. With respect to this waiver request, SBMS intends to offer a package of cellular services utilizing the GTE cellular network in the Houston/Beaumont area where GTE Mobilnet provides cellular service. Under this arrangement, SBMS will become a cellular competitor to both GTE Mobilnet and the Houston Cellular Telephone Company (HCTC), in which BellSouth has an equity interest.

Since GTE Mobilnet has no LATA boundary restrictions, its local calling scope can incorporate an area crossing several LATA boundaries. In order to accommodate SBC's need to restrict its local calling scope to LATA boundaries as modified by existing or to-be-acquired waiver relief, GTE Mobilnet, in conjunction with AT&T -- which is GTE's cellular network equipment vendor in the Houston market -- overlaid a "virtual switch" arrangement. This "virtual switch" arrangement is, in essence, a modification to the GTE Mobilnet mobile telephone switching office (MTSO) to permit different treatment of SBMS customers from GTE customers in terms of the local calling scope. The "virtual switch" recognizes LATA boundaries such that when an SBMS customer places an interLATA call, that call is handed-off to the interexchange carrier chosen by the SBMS customer. These network alterations are transparent to both the SBMS and GTE customers, and enables the GTE Mobilnet network to serve the customers of both companies in compliance with their separate legal and regulatory obligations.

#### Provision Of Equal Access

SBMS will provide equal access to its customers acquired in the Houston/Beaumont MSAs in the same manner as it does in an SBMS "start-up" market, i.e. each customer must select an interexchange carrier at the time the customer subscribes to cellular service.

Interexchange carriers will be solicited to discern whether or not they wish to participate in the provision of interexchange service through the SBMS equal access program in the Houston/Beaumont area. Those interexchange carriers responding in the affirmative will be placed on a list of interexchange carriers that is provided to SBMS customers. The names of the interexchange carriers appearing on this list will be rotated on a periodic basis, to ensure that each interexchange carrier has an equal opportunity to appear first on the list. New interexchange carriers wishing to participate in equal access

Carolyn L. Davis  
May 12, 1995  
Page 3

will be added to the list.

SBMS will not, in any way, market or sell the services of any interexchange carrier, but will simply offer its cellular customers a choice of interexchange carrier. Customers signing up for SBMS cellular service will be required to select a primary interexchange carrier from this list, in order to place interexchange calls from their SBMS cellular service. If SBMS or an affiliate chooses to provide interexchange services pursuant to the terms of the Generic Wireless Order, it will do so in full compliance with the terms of that waiver relief.

As noted above, prior to SBMS offering cellular services in the Houston/Beaumont area, GTE Mobilnet will arrange for the installation of the necessary software to implement equal access from the technical perspective of routing interLATA calls to the interexchange carrier of the customer's choice.

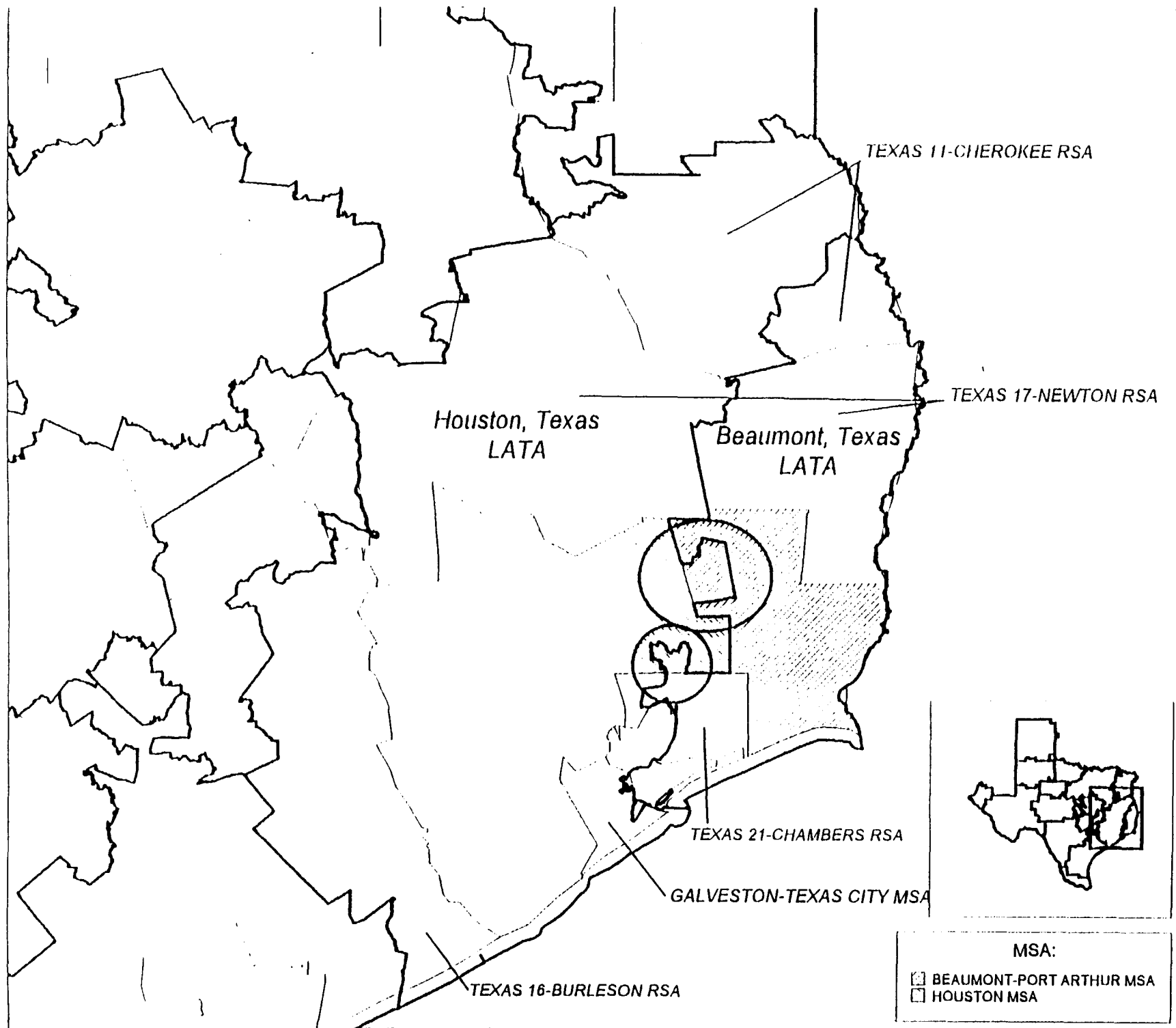
In conclusion, equal access will be provided in a manner consistent with that which has been implemented in "traditional" SBMS cellular markets. With this waiver relief, SBMS will be offering cellular service throughout the Houston and Beaumont MSAs in competition with GTE Mobilnet and HCTC, with a local calling scope identical to that authorized for HCTC. SBMS will utilize the cellular network facilities of GTE Mobilnet in the Houston/Beaumont area to offer a competing cellular service. Interexchange carriers will be offered the opportunity to participate in the equal access offered to the SBMS cellular customers, who will have a choice of carriers. The GTE Mobilnet cellular network will route interLATA calls placed by SBMS cellular customers to the interexchange carriers of the customers' choice.

If you have any additional questions concerning this matter, please do not hesitate to contact me.

Sincerely yours,

  
Martin E. Grambow

cc: Service List





U.S. Department of Justice

Antitrust Division

*Judiciary Center Building  
555 Fourth Street, N.W.  
Washington, D.C. 20001*

60-1-195

June 20, 1995

Martin E. Grambow, Esq.  
Vice President  
General Attorney  
SBC Communications, Inc.  
1401 I Street, N.W.  
Suite 1100  
Washington, D.C. 20005

Re: Request of Southwestern Bell Corporation d/b/a SBC  
Communications Inc. For a "Me-Too" Waiver to Provide  
MultiLATA Cellular Service Throughout the Houston and  
Beaumont MSAs, Waiver No. 227

Dear Mr. Grambow:

The Department of Justice has completed its review of the above referenced waiver request and has concluded that it will support the request for a "Me-Too" waiver. SBC Communications, Inc. ("SBC") has represented that it intends to resell cellular service provided by GTE Corp. in the Houston and Beaumont, Texas MSAs and that SBC will provide equal access to the customers it acquires in these MSAs. SBC has further represented that it will not provide interexchange services, except under the terms set forth in the Court's Generic Wireless Order.

Accordingly, after SBC files its motion with the Court, the Department will file with its response the "Me-Too" certification prescribed in the Court's March 13, 1986, order.

Sincerely,

*Nancy M. Goodman*

Nancy M. Goodman  
Assistant Chief  
Telecommunications Task Force

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA,	§	
	§	
Plaintiff,	§	
	§	
v.	§	Civil Action No. 82-0192 (HHG)
	§	
WESTERN ELECTRIC CO., INC.	§	
and AMERICAN TELEPHONE AND	§	
TELEGRAPH COMPANY,	§	
	§	
Defendants.	§	

ORDER

Upon consideration of the motion of SBC Communications Inc. ("SBC") for a "me-too" waiver of Section II(D)(1) of the decree to permit SBC to provide integrated, multiLATA cellular service throughout the Houston and Beaumont, Texas Metropolitan Statistical Areas ("MSAs"), it is hereby

ORDERED, that the motion is granted and that SBC shall be permitted to provide integrated, multiLATA cellular service throughout the Houston and Beaumont, Texas MSAs, subject to the following conditions:

(1) The terms and conditions (including price) on which SBC operating companies provide exchange access and interconnection to affiliated cellular systems shall be no more favorable than those offered to competing cellular systems;

(2) The interexchange links for the multiLATA cellular services authorized by this Order shall be leased from nonaffiliated interexchange carriers on terms and conditions

(including price) no more favorable than those available to  
SBC's competitors from the same interexchange carriers.

---

Harold H. Greene  
United States District Judge

Dated: \_\_\_\_\_

CERTIFICATE OF SERVICE

I, Hilary Soldati, hereby certify that on this 14th day of July, 1995, a true copy of the foregoing "Reply Comments," in CC Docket No. 94-54, RM-8012, was served U.S. First Class Mail, Postage Prepaid, or Hand Delivered, upon each of the parties listed below:

Thomas J. Casey  
Jay L. Birnbaum  
David Pawlik  
Skadden, Arps, Slate, Meagher & Flom  
1440 New York Ave., N.W.  
Washington, D.C. 20005

Leonard J. Kennedy  
Laura H. Phillips  
Richard S. Denning  
Dow, Lohnes & Albertson  
1255 23rd Street, N.W.  
Washington, D.C. 20037

Gary M. Epstein  
James H. Barker  
Latham & Watkins  
Suite 1300  
1001 Pennsylvania, Ave., N.W.  
Washington, D.C. 30004-2505

Michael F. Altschul  
Randall S. Coleman  
Cellular Telecommunications Industry  
Association  
1250 Connecticut Ave., N.W.  
Suite 200  
Washington, D.C. 20036

Philip L. Verveer  
Melissa E. Newman  
Jennifer A. Donaldson  
Willkie, Farr & Gallagher  
Three Lafayette Centre  
1155 21st Street, Suite 600  
Washington, D.C. 20036-3384

Andre J. Lachance  
Gail L. Polivy  
GTE Service Corporation  
1850 M Street, N.W.  
Suite 1200  
Washington, D.C. 20036

Wayne Watts  
Carol Tacker  
Bruce Beard  
Southwestern Bell Mobile Systems,  
Inc.  
17330 Preston Road, Suite 100A  
Dallas, TX 75252

James P. Tuthill  
Betsy Stover Granger  
Pacific Bell Mobile Services  
140 New Montgomery St., Room 1525  
San Francisco, CA 94105

James L. Wurtz  
Margaret E. Garber  
Pacific Bell Mobile Services  
1275 Pennsylvania Ave., N.W.  
Washington, D.C. 20004

Edward R. Wholl  
Jacqueline E. Holmes Nethersole  
William J. Balcerski  
NYNEX Companies  
1111 Westchester Ave.  
White Plains, NY 10604

Scott K. Morris  
McCaw Cellular Communications, Inc.  
5400 Carillon Point  
Kirkland, Washington 98033

Cathleen A. Massey  
McCaw Cellular Communications, Inc.  
4th Floor  
1150 Connecticut Ave., N.W.  
Washington, D.C. 20036

Howard J. Symons  
Christopher J. Harvie  
Cherie R. Kiser  
Mintz, Levin, Cohn, Ferris, Glovsky  
and Popeo, P.C.  
Suite 900  
701 Pennsylvania Ave., N.W.  
Washington, D.C. 20004

Mark C. Rosenblum  
Robert J. McKee  
Albert M. Lewis  
Clifford K. Williams  
AT&T Corp.  
Room 2255F2  
295 North Maple Avenue  
Basking Ridge, NJ 07920

Carole C. Harris  
Christine M. Gill  
Tamara Y. Davis  
Keller & Heckman  
1001 G Street, N.W.  
Suite 500, West  
Washington, D.C. 20001

Lewis J. Paper  
David B. Jeppsen  
Keck, Mahin & Cate  
1201 New York Ave., N.W.  
Washington, D.C. 20005-3919

Joel H. Levy  
William B. Wilhelm, Jr.  
Cohn and Marks  
Suite 600  
1333 New Hampshire Ave., N.W.  
Washington, D.C. 20036

Russell H. Fox  
Susan H. R. Jones  
Gardner, Carton & Douglas  
1301 K Street, N.W.  
Suite 900, East Tower  
Washington, D.C. 20005

David Cosson  
Steven E. Watkins  
National Telephone Cooperative  
Association  
2626 Pennsylvania Ave., N.W.  
Washington, D.C. 20037

Pamela Riley  
AirTouch Communications  
425 Market Street  
36th Floor  
San Francisco, CA 94105

David A. Gross  
Kathleen Q. Abernathy  
AirTouch Communications  
1818 N Street, N.W.  
Washington, D.C. 20554

Alan R. Shark  
Jill M. Lyon  
American Mobile Telecommunications  
Association, Inc.  
1150 18th Street, N.W.  
Suite 250  
Washington, D.C. 20036

Catherine R. Sloan  
Richard L. Fruchterman  
Richard S. Whitt  
LDDS Communications, Inc.  
Suite 400  
1825 Eye Street, N.W.  
Washington, D.C. 20006

James F. Rogers  
James H. Barker  
Latham & Watkins  
1001 Pennsylvania Ave., N.W.  
Suite 1300  
Washington, D.C. 20004

David A. Reams  
Grand Broadcasting Corporation  
P.O. Box 502  
Perrysburg, OH 43552

Susan H.R. Jones  
Gardner, Carton & Douglas  
1301 K Street, N.W.  
Suite 900, East Tower  
Washington, D.C. 20005

Emily C. Hewitt  
Vincent L. Crivella  
Michael J. Ettner  
Tenley A. Carp  
General Services Administration  
18th & F Streets, N.W.  
Room 4002  
Washington, D.C. 20405

Robert S. Foosaner  
Lawrence R. Krevor  
Laura L. Holloway  
Nextel Communications, Inc.  
800 Connecticut Ave., N.W.  
Suite 1001  
Washington, D.C. 20006

Judith St. Ledger-Roty  
John W. Hunter  
Reed, Smith, Shaw & McClay  
1200 18th Street, N.W.  
Washington, D.C. 20036

Mark J. Golden  
Personal Communications Industry  
Association  
1019 19th Street, N.W.  
Suite 1100  
Washington, D.C. 20036

Michael J. Shortley, III  
Rochester Telephone Corporation  
180 South Clinton Ave.  
Rochester, NY 14646

Caressa D. Bennet  
Rural Cellular Association  
2120 L Street, N.W.  
Suite 520  
Washington, D.C. 20037

Peter J. Tyrrell  
SNET Cellular, Inc.  
227 Church Street  
New Haven, CT 06510



Cheryl Tritt  
Morrison & Foerster  
2000 Pennsylvania Ave., N.W.  
Washington, D.C. 20006

Jay C. Keithley  
1850 M Street, N.W.  
Suite 1100  
Washington, D.C. 20036

W. Richard Morris  
2330 Shawnee Mission Parkway  
Westwood, KS 66205

Christopher Johnson  
Western Wireless Corporation  
Regulatory Affairs Manager  
330 120th Ave., NE  
#200  
Bellevue, WA 98005

Kevin McAllister  
San Diego Cellular  
Communications, Inc.  
PO Box 230987  
Encinitas, CA 92023

Richard P. Ekstrnad  
Rural Cellular Association  
2120 L Street, N.W.  
Suite 520  
Washington, D.C. 20037

R. Michael Sekowski  
Katherine M. Holden  
Jeffrey S. Linder  
Stephen J. Rosen  
Wiley, Rein & Fielding  
1776 K Street, N.W.  
Washington, D.C. 20006

William L. Roughton, Jr.  
1310 N. Court House Road  
5th Floor  
Arlington, VA 22201

Roger Miller  
Mobile One  
501 E. Oakland Park Blvd.  
Ft. Lauderdale, FL 33334

Gene P. Belardi  
MobileMedia Communications  
2101 Wilson Blvd.  
Suite 935  
Arlington, VA 22201

Rodney L. Joyce  
Ginsburg, Feldman & Bress  
1250 Connecticut Ave., N.W.  
Washington, D.C. 20036

William J. Gordon  
In-Flight Phone Corp.  
1146 19th Street, N.W.  
Suite 200  
Washington, D.C. 20036

Kathy L. Shobert  
General Communication, Inc.  
901 15th Street, N.W.  
Suite 900  
Washington, D.C. 20005

Douglas L. Povich  
W. Ashby Beal, Jr.  
Kelly & Povich  
1101 30th Street, N.W.  
Suite 300  
Washington, D.C. 20007

Michael Tricarichi  
CellNet  
23632 Mercantile Road  
Beachwood, OH 44122

William B. Barfield  
Jim O. Llewellyn  
1155 Peachtree St., NE  
Atlanta, GA 30309-3610

Charles P. Featherstun  
David G. Richards  
1133 21st Street, N.W.  
Suite 900  
Washington, D.C. 20036

John T. Scott  
Crowell & Moring  
1001 Pennsylvania Ave., N.W.  
Washington, D.C. 20004

Frank Michael Panek  
Nancy H. Wittebort  
Room 4H84  
2000 W. Ameritech Center Dr.  
Hoffman Estates, IL 60196-1025

Jonathan D. Blake  
Gerard J. Waldron  
Covington & Burling  
1201 Pennsylvania Ave., N.W.  
PO Box 7566  
Washington, D.C. 20044

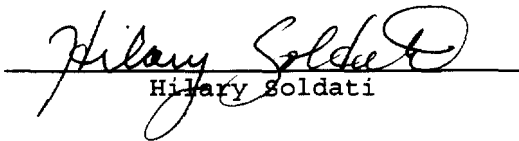
David Walker  
5850 Eubank N.E.  
Suite B16  
Albuquerque, NM 87111

Glenn S. Rabin  
ALLTEL  
655 15th Street, N.W.  
Suite 220  
Washington, D.C. 20006

Joseph P. Markoski  
Marc Berejka  
Squire, Sanders & Dempsey  
1201 Pennsylvania Ave., N.W.  
PO Box 407  
Washington, D.C. 20044

Charles C. Hunter  
Kevin S. DiLallo  
Hunter & Mow  
1620 I Street, N.W.  
Suite 701  
Washington, D.C. 20006

Richard Rubin  
Steven N. Teplitz  
Fleischman & Walsh  
1400 16th Street, N.W.  
Washington, D.C. 20036

  
Hilary Soldati